

EXHIBIT 12

Smith, Brian

From: Kelner, Robert
Sent: Saturday, January 21, 2017 2:14 PM
To: 'Kristen Verderame'; Smith, Brian
Cc: Langton, Alexandra
Subject: RE: Time sensitive- Ekim Alptekin- engagement letter

I've now had a chance to read this Arent Fox memo more carefully. First, it is so filled with garbled English that I suspect parts were written by someone other than Nolan (and then not edited by him). Second, it is flagrantly wrong on the law. It misunderstands the LDA exemption, making no mention of the regulatory requirement that the activities not principally benefit the interests of a foreign government. Third, it repeatedly states that Sphere was never retained, which is perplexing. Fourth, it frames the whole FIG engagement around Inovo's work for the Israeli oil deal, which Bijan said he knew nothing about.

When you speak with Nolan, I would ask:

little background on details / diligence

- (1) If this all had to do with an Israeli oil field, how is it that was never mentioned to Bijan or Mike Flynn? Was there a reason that wasn't shared with them?
- (2) Sphere filed an LDA report for its work for Inovo through FIG. Was he not aware of that? How can Ekim say Sphere was never retained?
- (3) Ekim had told Bijan he was discussing with members of the Turkish cabinet, including the Minister of Foreign Affairs, a proposal and budget for a project with FIG. Was Nolan aware of that? Does that change his conclusion at all that this was purely an exercise for a private Dutch based company?
- (4) Ekim arranged a meeting for FIG with the Turkish Minister of Foreign Affairs in New York, shortly after the Inovo contract was executed, and the meeting related in some way to the project Inovo was performing for Inovo. Was Nolan aware of that? Does that change his conclusion?

9/19

The point of asking these questions is to do our due diligence, and to see if it shakes loose any additional facts. As we discussed, we should assume this will not be a privileged discussion.

Rob

Robert Kelner

Covington & Burling LLP
One CityCenter, 850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 5503 | rknelner@cov.com
www.cov.com

COVINGTON

This message is from a law firm and may contain information that is confidential or legally privileged. If you are not the intended recipient, please immediately advise the sender by reply e-mail that this message has been inadvertently transmitted to you and delete this e-mail from your system. Thank you for your cooperation.

From: Kristen Verderame [mailto:Kristen.Verderame@intercede.com]
Sent: Wednesday, January 18, 2017 4:22 PM